N96000005742

1201 Hays Street
Tallahassee, FL 32301-2607
904-222-9171
904-[illegible] FAX

800-342-8086

CSC networks
Prentice Hall
Legal & Financial Services

ACCOUNT NO. : 072100000032

REFERENCE : 148825 4326591

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 122.50

ORDER DATE : November 8, 1996

ORDER TIME : 9:24 AM

ORDER NO. : 148825-005

CUSTOMER NO: 4326591

700002000287--2

CUSTOMER: Mr. Cody Waters
FOWLER WHITE GILLEN BOGGS
VILLAREAL & BANKER, P.A.
501 East Kennedy Boulevard
Suite 1700
Tampa FL 33602

FILED
96 NOV -8 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: U. S. FAMILY FOUNDATION, INC.

EFFECTIVE DATE: 11/5/96

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS: DMC 11/8/96

FILED

96 NOV -8 PM 3:53

TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

U. S. FAMILY FOUNDATION, INC.

The undersigned hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I.

Name and Address

The name of this corporation shall be:

U. S. Family Foundation, Inc.

The address of this corporation shall be 450 Pleasant Grove Road, Inverness, Florida 34452-5725, or such other address within the State of Florida as the Board of Directors may from time to time designate.

ARTICLE II.

Purposes

(a) This corporation is organized exclusively for charitable, religious, educational, literary and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

(b) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any member, director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued thereunder.

(d) In the event of dissolution or final liquidation of the corporation, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future Code or to the Federal, state, or local government for exclusive public purpose.

ARTICLE III.

Powers

In addition to the powers conferred by the laws of the State of Florida, the corporation shall have the following powers:

(a) To receive and accept gifts of money and property and to hold the same for any other purposes of the corporation and its work.

(b) To raise and assist in raising funds for the purposes herein set forth.

(c) To acquire, own, lease, mortgage and dispose of property, both real and personal.

(d) To issue annuities and to enter into a gift-annuity contract.

(e) To serve as a trustee of property and to accept donations in trust for educational purposes.

(f) To acquire, hold, own, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock, bonds, obligations or other securities of other corporations, domestic or foreign, as investments or otherwise, in carrying out any of the purposes of the corporation, and, while the owner thereof, to exercise all rights, powers and privileges of ownership, including the power to vote thereon.

(g) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for religious, charitable, scientific, literary, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code and its regulations as they now exist or as they may hereinafter be amended.

ARTICLE IV

Limitation on Powers

(a) This corporation shall be operated exclusively for, and shall only have the power to perform, activities exclusively within the meaning, requirements and effect of Section 501(c)(3) of the Code as amended heretofore or hereafter.

(b) This corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or corresponding provisions of any subsequent Federal tax laws.

(c) This corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code or corresponding provisions of any subsequent Federal tax laws.

(d) This corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provisions of any subsequent Federal tax laws.

(e) This corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code or corresponding provisions of any subsequent Federal tax laws.

(f) This corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent Federal tax laws.

(g) This corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Code or corresponding provisions of any subsequent Federal tax laws.

ARTICLE V

Contributions

The corporation shall be supported by donations solicited or received and contributed by the general public, and grants, gifts or donations received from charitable, religious or educational organizations.

ARTICLE VI

Term of Existence

The term for which this corporation is to exist shall be perpetual.

ARTICLE VII

Incorporator

The name and address of the incorporator to these Articles of Incorporation is Robert E. McCranie, III, 450 Pleasant Grove Road, Inverness, Florida 34452-5725

ARTICLE VIII

Members

The names and addresses of the initial members of this corporation are as follows:

Name	Address
Jeannette M. Haag	1833 Kimberly Lane Inverness, FL 34452
Robert E. McCranie, III	450 Pleasant Grove Road Inverness, FL 34452
John H. Williams, Jr.	154 S.E. 7th Avenue Crystal River, FL 34429
Wann V. Robinson, III	2419 E. Hampshire Inverness, FL 34453

Additional members may from time to time be elected and admitted to membership of the corporation in accordance with the provisions of the bylaws of the corporation.

ARTICLE IX

Officers and Directors

The affairs of this corporation shall be managed by a Board of Directors who shall be elected annually by majority vote of the members of the corporation, at a duly called meeting, as provided in the bylaws, and by officers who shall be elected annually by majority vote of the Board of Directors, as provided in the bylaws.

ARTICLE X

Directors

The name and address of the initial Board of Directors who, subject to these Articles, the bylaws of this corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this corporation or until an election is held by the members for the election of permanent directors or until their successors have been duly elected and qualified are:

Name	Address
Jeannette M. Haag	1833 Kimberly Lane Inverness, FL 34452
Robert E. McCranie, III	450 Pleasant Grove Road Inverness, FL 34452
John H. Williams, Jr.	154 S.E. 7th Avenue Crystal River, FL 34429
Wann V. Robinson, III	2419 E. Hampshire Inverness, FL 34453

ARTICLE XI

Officers

The name and address of the officers of this corporation who, subject to these Articles, the bylaws of this corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this corporation or until an election is held by the directors of this corporation for the election of permanent officers or until their successors have been duly elected and qualified are:

Name	Office	Address
L. Donald Sutton	Chairman of the Board of Directors	450 Pleasant Grove Rd. Inverness, FL 34452
Robert C. Wardlow, III	President	450 Pleasant Grove Rd. Inverness, FL 34452
Robert E. McCranie, III	Executive Director	450 Pleasant Grove Rd. Inverness, FL 34452
Janice M. Saltmarsh	Secretary/Treasurer	450 Pleasant Grove Rd. Inverness, FL 34452

ARTICLE XII

Registered Office and Registered Agent

The name of the corporation's initial registered agent at the following address is Robert E. McCranie, III, and the street address of the corporation's initial registered office is 450 Pleasant Grove Road, Inverness, Florida 34452-5725. The corporation shall keep the Department of State of the State of Florida informed of the current city, town, or village and street address of said registered office together with the name of the registered agent.

ARTICLE XIII

Amendment of Articles of Incorporation

The Articles of Incorporation of the corporation may be made, altered, or rescinded from time to time in whole or in part by a majority vote of the members of this corporation present at any meeting of the members duly called and convened; provided, however, that a quorum is present at the meeting of the members and notice of the proposed action with respect to the Articles of

Incorporation shall have been mailed to all members at least ten (10) days before the meeting. All actions, including, but not limited to, Amendment of Articles of Incorporation, required to be taken at any meeting of the members may be taken by written consents as provided in Florida Statutes, as now amended, or as same may be amended in the future.

ARTICLE XV

Indemnification By Court Order

No director, officer, employee, or agent of the corporation who is or was a party to a proceeding may apply to the court conducting the proceeding, the circuit court, or to another court of competent jurisdiction, seeking indemnification or advancement of expenses, or both, pursuant to Section 607.0850(9), Florida Statutes, without the permission of the Board of Directors.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation for the uses and purposes therein expressed this 5 day of NOVEMBER, 1996.

Robert E. McCranie, III

STATE OF FLORIDA

COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 5th day of November, 1996, by ROBERT E. MCCRANIE, III, who is personally known to me ~~or who has produced~~ ________________ as identification.

Voncile Love

Print Name Voncile Love

Notary Public

My Commission Expires:

OFFICIAL NOTARY SEAL
VONCILE LOVE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC299726
MY COMMISSION EXP. AUG. 3,1997

CERTIFICATE OF ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity, and I am familiar with and accept the obligations of this position.

96 NOV -8 PM 3:53

FILED

TALLAHASSEE, FLORIDA

Signature Robert E. McCranie
Robert E. McCranie, III
Registered Agent

Date 11/6/96

cww\docs\316